

RECORDATION NO. 28792 FILED

JAN 29 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 29, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D.C. 20423

Contract 3-8159

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 25, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are.

Lessor American Railcar Leasing LLC (on behalf of
ACF Industries LLC)
620 North Second Street
St. Charles, Missouri 63301

[Lessee Asphalt Materials Inc
7961 South 1300 West
West Jordan, UT 84088]

A description of the railroad equipment covered by the enclosed document is:

28 railcars within the series SHPX 201901 - SHPX 202390 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Asphalt Materials Inc., a Indiana Corporation ("Lessee").

ACF Industries LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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SERVICE TRANSPORTATION BOARD

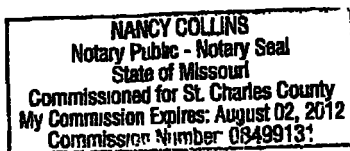
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Brian Evdo
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 2nd day of Jan., 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Asphalt Materials

Contract 3-8159 *add 6/16/04*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201901
	Tank	SHPX	201904
	Tank	SHPX	201905
	Tank	SHPX	201907
	Tank	SHPX	201908
	Tank	SHPX	201909
	Tank	SHPX	201915
	Tank	SHPX	201916
	Tank	SHPX	201917
	Tank	SHPX	201918
	Tank	SHPX	201922
	Tank	SHPX	201924
	Tank	SHPX	201932
	Tank	SHPX	201933
	Tank	SHPX	201934
	Tank	SHPX	201936
	Tank	SHPX	201940
	Tank	SHPX	201943
	Tank	SHPX	202343
	Tank	SHPX	202345
	Tank	SHPX	202346
	Tank	SHPX	202352
	Tank	SHPX	202355
	Tank	SHPX	202367
	Tank	SHPX	202368
	Tank	SHPX	202369
	Tank	SHPX	202377
	Tank	SHPX	202390

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 1/29/2010



Robert W Alvord